Amendments to the Claims:

This listing of claims will replace all prior versions of claims in the application.

1-11. (Canceled)

12. (Currently Amended) A method of treating a hyperproliferative disorder in a subject comprising administering to said subject:

a ceramide generating retinoid comprising fenretinide or a pharmaceutically acceptable salt or ester thereof; and

a ceramide degradation inhibitor comprising D-threo-1-phenyl-2-palmitoylamino-3-morpholino-1-propanol (D-threo-PPMP) or a pharmaceutically acceptable salt or ester thereof, but not comprising L-threo-stereoisomer of 1-phenyl-2-palmitoylamino-3-morpholino-1-propanol (L-threo-PPMP);

wherein the hyperproliferative disorder is a tumor; and

wherein the ceramide generating retinoid is administered in an amount effective to produce necrosis, apoptosis or both in the tumor, and the ceramide degradation inhibitor is administered in an amount effective to increase the necrosis, apoptosis or both in the tumor over that expected to be produced by the sum of that produced by the ceramide generating retinoid and the ceramide degradation inhibitor when administered separately.

13. (Currently Amended) The method of claim 12 wherein the ceramide degradation inhibitor consists ~~consisting~~ essentially of D-threo-PPMP or a pharmaceutically acceptable salt or ester thereof.

14. (Original) The method of claim ~~13~~ 12 wherein the ceramide generating retinoid and the ceramide degradation inhibitor are administered intravenously, orally or topically.

15-20. (Canceled)

21. (Currently Amended) A formulation for treating a hyperproliferative disorder comprising:

a ceramide generating retinoid comprising fenretinide or a pharmaceutically acceptable salt or ester thereof; and

a ceramide degradation inhibitor comprising D-threo-PPMP or a pharmaceutically acceptable salt or ester thereof, but not comprising (L-threo-PPMP);

wherein the hyperproliferative disorder is a tumor; and

wherein the ceramide generating retinoid is administered in an amount effective to produce necrosis, apoptosis or both in the tumor and the ceramide degradation inhibitor is administered in an amount effective to increase the necrosis, apoptosis or both in the tumor over that expected to be produced by the sum of that produced by the ceramide generating retinoid and the ceramide degradation inhibitor when administered separately.

22. (Currently Amended) The formulation of claim 21 wherein the ceramide degradation inhibitor consists ~~consisting~~ essentially of D-threo-PPMP or a pharmaceutically acceptable salt or ester thereof.

23. (Original) The formulation of claim 21 wherein said formulation is administered intravenously, orally, or topically.

24-32. (Canceled)

33. (New) The method of claim 12, wherein the ceramide degradation inhibitor inhibits glucosylceramide synthase and 1-O-acylceramide synthase.

34. (New) The formulation of claim 21, wherein the ceramide degradation inhibitor inhibits glucosylceramide synthase and 1-O-acylceramide synthase.